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**Exhibit 2**  
**Proposed Final Insurance Order**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**  
**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**[PROPOSED] FINAL ORDER PURSUANT TO  
11 U.S.C. §§ 105(a), 362(d), 363(b), 363(c), AND  
364 AND FED. R. BANKR. P. 4001, 6003, AND  
6004 (I) AUTHORIZING THE DEBTORS TO (A)  
MAINTAIN INSURANCE POLICIES,  
WORKERS' COMPENSATION PROGRAM,  
AND SURETY BOND PROGRAM AND (B) PAY  
ALL OBLIGATIONS WITH RESPECT  
THERE TO; AND (II) GRANTING RELIEF  
FROM THE AUTOMATIC STAY WITH  
RESPECT TO WORKERS' COMPENSATION  
CLAIMS**

FINAL ORDER REGARDING INSURANCE  
POLICIES

1           Upon the Motion, dated January 29, 2019 (the “**Motion**”),<sup>1</sup> of PG&E Corporation (“**PG&E**  
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession  
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**  
4 **Cases**”), pursuant to sections 105(a), 362(d), 363(b), 363(c), and 364 of title 11 of the United States  
5 Code (the “**Bankruptcy Code**”) and Rules 4001, 6003, and 6004 of the Federal Rules of Bankruptcy  
6 Procedure (the “**Bankruptcy Rules**”), for interim and final authority (i) to (a) maintain their Insurance  
7 Policies, Workers’ Compensation Program, and Surety Bond Program and to perform their obligations  
8 with respect thereto during these Chapter 11 Cases, and (b) pay any prepetition obligations arising under  
9 or related to the Insurance Policies, Workers’ Compensation Program, or Surety Bond Program; and  
10 (ii) modifying the automatic stay to the extent necessary to permit the Debtors’ employees to proceed  
11 with any claims they may have under the Workers’ Compensation Program; and granting related relief;  
12 all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and  
13 the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy*  
14 *Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the  
15 Bankruptcy Local Rules for the United States District Court for the Northern District of California  
16 (the “**Bankruptcy Local Rules**”); and consideration of the Motion and the requested relief being a core  
17 proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28  
18 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as  
19 provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further  
20 notice need be provided; and this Court having reviewed the Motion and the Wells Declaration (as  
21 amended on February 2, 2019 [Docket No. 263]); and this Court having held hearings to consider the  
22 relief requested in the Motion on an interim and final basis; and this Court having previously entered an  
23 order granting interim relief with respect to the Motion [Docket No. 211]; and this Court having  
24 determined that the legal and factual bases set forth in the Motion establish just cause for the relief  
25 granted herein; and it appearing that the relief requested in the Motion is in the best interests of the  
26

27 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such  
28 terms in the Motion.

Debtors, their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted on a final basis, as provided herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363, and 364 of the Bankruptcy Code, to continue and maintain all Insurance Policies,<sup>2</sup> the Workers' Compensation Program (including providing additional Collateral), and the Surety Bond Program, and to perform all of their obligations with respect thereto, and to pay any amounts owed with respect to the Insurance Policies, the Service Provider Fees, the Workers' Compensation Program, the Workers' Compensation Claims, and the Surety Bond Program.
3. The Debtors are authorized, but not directed, in the ordinary course of business to revise, renew, roll over, replace, extend, supplement or otherwise modify their insurance coverage as needed, including, without limitation, through the purchase of new or the renewal of existing Insurance Policies.
4. The Debtors are authorized, but not directed, to renew or to obtain and provide additional or new Surety Bonds, and to take all appropriate actions in connection therewith, including providing any cash or other collateral, as required under existing, renewed or new Surety Bonds.
5. Pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors' employees hold claims under or in connection with the Workers' Compensation Program, in the Debtors' sole discretion, such employees are authorized to proceed with their Workers' Compensation Claims through and including the collection or payment of any judgment or claim in the appropriate judicial or administrative forum under the Workers' Compensation Program; *provided*, that, the prosecution of such claims is in accordance with the Workers' Compensation Program and the recoveries are limited to the proceeds available under the Workers' Compensation Program.
6. Nothing herein alters or amends the terms and conditions of any of the Insurance Policies or relieves the Debtors of any of their obligations under the Insurance Policies.

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<sup>2</sup> For the avoidance of doubt, the term Insurance Policies shall include all insurance policies issued or providing coverage to the Debtors at any time, whether expired, current or prospective, and any agreements related thereto.

1           7.       Applicable banks and financial institutions are authorized, but not directed, at the  
2 Debtors' request, to receive, process, honor and pay, to the extent of funds on deposit, any and all checks  
3 issued or to be issued or electronic funds transfers requested or to be requested by the Debtors relating  
4 to the Insurance Obligations, the Workers' Compensation Claims, the Surety Bond Obligations or the  
5 Service Provider Fees.

6           8.       The Debtors are authorized, but not directed, to issue new postpetition checks, or effect  
7 new electronic funds transfers on account of the Insurance Obligations, the Workers' Compensation  
8 Claims, the Surety Bond Obligations and the Service Provider Fees, to replace any prepetition checks or  
9 electronic funds transfer requests that may be lost, dishonored, or rejected as a result of the  
10 commencement of the Chapter 11 Case.

11           9.       Nothing contained in this Final Order or in the Motion is intended to be or shall be  
12 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the  
13 Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or  
14 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy  
15 Code. Likewise any payment made pursuant to this Final Order is not intended to be and shall not be  
16 construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such  
17 claim subsequently.

18           10.       Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to  
19 create, any rights in favor of or enhance the status of any claim held by, any party.

20           11.       The requirements of Bankruptcy Rules 4001(d) and 6004(a) have been satisfied.

21           12.       Notwithstanding the provisions of Bankruptcy Rules 4001(a)(2) and 6004(h), this Final  
22 Order shall be immediately effective and enforceable upon its entry.

23           13.       The Debtors are authorized to take all steps necessary or appropriate to carry out this  
24 Final Order.

25           14.       This Court shall retain jurisdiction to hear and determine all matters arising from or  
26 related to the implementation, interpretation, or enforcement of this Final Order.

27                               \*\* END OF ORDER \*\*  
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*Proposed Attorneys for Debtors  
 and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
 NORTHERN DISTRICT OF CALIFORNIA  
 SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC  
 COMPANY,

Debtors.

~~Tax I.D. No. 94-3234914~~

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric  
 Company

☒ Affects both Debtors

*\* All papers shall be filed in the Lead  
 Case, No. 19-30088 (DM).*

Bankruptcy Case

~~Case Nos. 19--30088 (DM)~~

~~19-30089 (DM)~~

Chapter 11

(Lead Case)

(Jointly Administered)

~~INTERIM~~**[PROPOSED] FINAL ORDER**  
 PURSUANT TO 11 U.S.C. §§ 105(a), 362(d), 363(b),  
 363(c), AND 364 AND FED. R. BANKR. P. 4001,  
 6003, AND 6004 (I) AUTHORIZING THE  
 DEBTORS TO (A) MAINTAIN INSURANCE  
 POLICIES, WORKERS' COMPENSATION  
 PROGRAM, AND SURETY BOND PROGRAM  
 AND (B) PAY ALL OBLIGATIONS WITH  
 RESPECT THERETO; AND (II) GRANTING  
 RELIEF FROM THE AUTOMATIC STAY WITH  
 RESPECT TO WORKERS' COMPENSATION  
 CLAIMS

~~INTERIM~~**FINAL** ORDER REGARDING  
 INSURANCE POLICIES

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In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC  
COMPANY,

Debtors.

~~Tax I.D. No. 94-3234914~~

~~In re:~~

~~PACIFIC GAS AND ELECTRIC  
COMPANY,~~

~~Debtor.~~

~~Tax I.D. No. 94-0742640~~

Bankruptcy Case

~~Case Nos. 19--30088 (DM)~~

~~19-30089 (DM)~~

Chapter 11

(Lead Case)

(Jointly Administered)

~~INTERIM~~[PROPOSED] FINAL ORDER

PURSUANT TO 11 U.S.C. §§ 105(a), 362(d), 363(b),  
363(c), AND 364 AND FED. R. BANKR. P. 4001,

~~6003, AND 6004 (I) AUTHORIZING THE~~

DEBTORS TO (A) MAINTAIN INSURANCE

POLICIES, WORKERS' COMPENSATION

PROGRAM, AND SURETY BOND PROGRAM

AND (B) PAY ALL OBLIGATIONS WITH

RESPECT THERETO; AND (II) GRANTING

RELIEF FROM THE AUTOMATIC STAY WITH

RESPECT TO WORKERS' COMPENSATION

CLAIMS

1           Upon the Motion, dated January 29, 2019 (the “**Motion**”),<sup>1</sup> of PG&E Corporation (“**PG&E**  
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession  
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**  
4 **Cases**”), pursuant to sections 105(a), 362(d), 363(b), 363(c), and 364 of title 11 of the United States  
5 Code (the “**Bankruptcy Code**”) and Rules 4001, 6003, and 6004 of the Federal Rules of Bankruptcy  
6 Procedure (the “**Bankruptcy Rules**”), for interim and final authority (i) to (a) maintain their Insurance  
7 Policies, Workers’ Compensation Program, and Surety Bond Program and to perform their obligations  
8 with respect thereto during these Chapter 11 Cases, and (b) pay any prepetition obligations arising  
9 under or related to the Insurance Policies, Workers’ Compensation Program, or Surety Bond Program;  
10 and (ii) modifying the automatic stay to the extent necessary to permit the Debtors’ employees to  
11 proceed with any claims they may have under the Workers’ Compensation Program; and granting  
12 related relief; all as more fully set forth in the Motion; and this Court having jurisdiction to consider the  
13 Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring*  
14 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule  
15 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District  
16 of California (the “**Bankruptcy Local Rules**”); and consideration of the Motion and the requested  
17 relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this  
18 Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice  
19 of the Motion as provided to the parties listed therein is reasonable and sufficient ~~under the~~  
20 ~~circumstances~~, and it appearing that no other or further notice need be provided; and this Court having  
21 reviewed the Motion and the Wells Declaration (as amended on February 2, 2019 [Docket No. 263]);  
22 and this Court having held ~~a hearing~~ on to consider the relief requested in the Motion on an interim  
23 and final basis; and this Court having previously entered an order granting interim relief with respect to  
24 the Motion [Docket No. 211]; and this Court having determined that the legal and factual bases set

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27 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such  
28 terms in the Motion.

1 forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief  
2 requested in the Motion is ~~necessary to avoid immediate and irreparable harm to the Debtors and their~~  
3 ~~estates as contemplated by Bankruptcy Rule 6003, and is~~ in the best interests of the Debtors, their  
4 estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had before  
5 this Court and after due deliberation and sufficient cause appearing therefor,

6 **IT IS HEREBY ORDERED THAT:**

- 7 1. The Motion is granted on ~~an interim~~ a final basis, as provided herein.
- 8 2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363, and 364  
9 of the Bankruptcy Code, to continue and maintain all Insurance Policies,<sup>2</sup> the Workers' Compensation  
10 Program (including providing additional Collateral), and the Surety Bond Program, and to perform all  
11 of their obligations with respect thereto, and to pay any amounts owed with respect to the Insurance  
12 Policies, the Service Provider Fees, the Workers' Compensation Program, the Workers' Compensation  
13 Claims, and the Surety Bond Program; ~~provided, that, the Debtors are authorized to pay only amounts~~  
14 ~~due and payable as of the Petition Date and amounts that are or become due and payable between the~~  
15 ~~Petition Date and the date that a final order on the Motion is entered, unless otherwise ordered by the~~  
16 ~~Court.~~  
17 3. The Debtors are authorized, but not directed, in the ordinary course of business to  
18 revise, renew, roll over, replace, extend, supplement or otherwise modify their insurance coverage as  
19 needed, including, without limitation, through the purchase of new or the renewal of existing Insurance  
20 Policies.  
21 4. The Debtors are authorized, but not directed, to renew or to obtain and provide  
22 additional or new Surety Bonds, and to take all appropriate actions in connection therewith, including  
23 providing any cash or other collateral, as required under existing, renewed or new Surety Bonds.  
24 5. Pursuant to section 362(d) of the Bankruptcy Code, to the extent any of the Debtors'

27 <sup>2</sup> For the avoidance of doubt, the term Insurance Policies shall include all insurance policies issued or  
28 providing coverage to the Debtors at any time, whether expired, current or prospective, and any  
agreements related thereto.

1 employees hold claims under or in connection with the Workers' Compensation Program, in the  
2 Debtors' sole discretion, such employees are authorized to proceed with their Workers' Compensation  
3 Claims through and including the collection or payment of any judgment or claim in the appropriate  
4 judicial or administrative forum under the Workers' Compensation Program; *provided*, that, the  
5 prosecution of such claims is in accordance with the Workers' Compensation Program and the  
6 recoveries are limited to the proceeds available under the Workers' Compensation Program.

7 6. Nothing herein alters or amends the terms and conditions of any of the Insurance  
8 Policies or relieves the Debtors of any of their obligations under the Insurance Policies.

9 7. Applicable banks and financial institutions are authorized, but not directed, at the  
10 Debtors' request, to receive, process, honor and pay, to the extent of funds on deposit, any and all  
11 checks issued or to be issued or electronic funds transfers requested or to be requested by the Debtors  
12 relating to the Insurance Obligations, the Workers' Compensation Claims, the Surety Bond Obligations  
13 or the Service Provider Fees.

14 8. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect  
15 new electronic funds transfers on account of the Insurance Obligations, the Workers' Compensation  
16 Claims, the Surety Bond Obligations and the Service Provider Fees, to replace any prepetition checks  
17 or electronic funds transfer requests that may be lost, dishonored, or rejected as a result of the  
18 commencement of the Chapter 11 Case.

19 9. Nothing contained in this ~~Interim~~Final Order or in the Motion is intended to be or shall  
20 be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the  
21 Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or  
22 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy  
23 Code. Likewise any payment made pursuant to this ~~Interim~~Final Order is not intended to be and shall  
24 not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to  
25 dispute such claim subsequently.

26 10. Notwithstanding entry of this ~~Interim~~Final Order, nothing herein shall create, nor is  
27 intended to create, any rights in favor of or enhance the status of any claim held by, any party.

28 ~~11. The requirements for immediate entry of this Interim Order pursuant to Bankruptcy Rule~~

1 ~~6003(b) have been satisfied.~~

2 11. ~~12.~~ The requirements of Bankruptcy Rules 4001(d) and 6004(a) ~~are waived~~ have been  
3 satisfied.

4 12. ~~13.~~ Notwithstanding the provisions of Bankruptcy Rules 4001(a)(2) and 6004(h), this  
5 ~~Interim~~ Final Order shall be immediately effective and enforceable upon its entry.

6 13. ~~14.~~ The Debtors are authorized to take all steps necessary or appropriate to carry out  
7 this ~~Interim~~ Final Order.

8 ~~15. A final hearing to consider the relief requested in the Motion shall be held on February 27,~~  
9 ~~2019 at 9:30 a.m. (Prevailing Pacific Time) and any objections or responses to the Motion shall be filed~~  
10 ~~and served so as to be actually received on or prior to February 20, 2019 at 4:00 p.m. (Prevailing~~  
11 ~~Pacific Time).~~

12 14. ~~16.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or  
13 related to the implementation, interpretation, or enforcement of this ~~Interim~~ Final Order.

14 \*\* END OF ORDER \*\*  
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